

Minutes of the POATRI Board of Directors Meeting April 28, 2012

The April 28, 2012 meeting of the Board of Directors was called to order at 10:05 am.

Role Call and certification of Board members A=Absent P=Present

P=Paul Burger

P=Jeff Daly,

P= Tom Goff

P=John Gray

P=Marbert Moore

P=Dori Ramsay

P=Vern Stump

P=Randolph Williford

There were 3 public service announcements.

- 1) Randy McLaughlin said that the Road adoption program that he started several years ago has several openings for anyone who wants to adopt one which is free and just means that you keep the road clean. Mile 11-12 and Mile 15 are open. Contact Randy.
- 2) Marbert announced that George Vose is celebrating his 90th Birthday on May 6th and everyone is invited. He would love to see anyone.
- 3) Septic System grants available-see Virgil Clark.

Minutes from the January 2012 meeting were accepted. Motion by Dori, seconded by Tom Goff. Unanimous approval.

Treasurer Report

John Gray gave the treasurer's report. We are in good financial condition. The 1st Quarter Financial documents were distributed and will be posted on the POATRI website. Assessment collections are about \$20,000 ahead of last year. Cabin revenue has been good. Payroll is up but we filled two vacancies. We'll be watching it. The one large capital expense has been the pool re-plastering which cost about \$19,000.00. He has recruited David Krueger for the Budget and Finance Committee. He is looking for members for the Audit Committee.

Manager's Report

Vanessa Boyd reported that we were fully booked for Spring Break, our electronic reservations system had some glitches in it but they have been resolved. A new electronic Point of Sales program has been purchased that integrates our reports, inventory, water sales, prints receipts, and can do cash back and use debit cards.

She's done an analysis of our income stream vs payroll and broken it down in terms of supplemental and non-supplemental and is content that they meet our needs. She keeps that in her sights. Job descriptions for all staff have been completed, the Manager's job description still needs to be done with the Board. Our bookkeeper Laurel has completed her probation and our Front Desk Coordinator has left for the summer. Vanessa would like to see a full time position for that funded.

The water system has been doing well, only one recent leak. The maintenance staff will be installing the passive solar heating panels that were donated by President Marbert Moore.

The staff has installed the 2 chains requested by TSUS for the Christmas Mountains access. She encouraged the board to address TSUS and the through road access issue.

Auction account is ready to put into sales in the near future.

2 Cabins are now ADA accessible.

A complete election document is being developed for this year's election. TRIPOD needs a modification to accommodate 4 positions being open. That fix is in the works and will cost \$320.

Larry Sunderland has transformed the Front Office with a new desk made from recycled wood. His time and materials have all been donated.

Maintenance will begin the renovation of the cabin that the Sigerman's have donated money for. They will be visiting in two weeks.

Since we've been advised that we can only do judicial foreclosures, Vanessa is working closely with Brewster County since most owe back taxes as well.

We traded in the F350 which was not that useful to the Road Crew for a Toyota Tacoma 4 wheel drive.

We have hired a helper for road crew which is praying for rain. Jeff Daly is working with road crew to map the ranch roads so we will soon have digital maps.

Committee/Task Force Reports

Airport-none

Audit-none. Marbert Moore and John Gray again asked for volunteers for the Audit Committee-we have none currently.

Budget & Finance -nothing new refer to Treasurer's Report.

Communications-Dori-Newsletters continue to go out quarterly. More owners are giving us email addresses so our costs are staying low. Dori asked the Board to stay for a photo for the Newsletter. Vanessa has revamped the Terlingua Ranch website.

Water Task Force-Vern-Smith well they are working on plans to be submitted to the State. There is lots of legwork to be done internally.

Marbert said that he and Vern will be putting together a written plan on the phases of the project.

Report on Executive Sessions

Dori read the minutes from the Executive Session of April 27, 2012. There were two items on the agenda. No action taken on the pending litigation, personnel matters were discussed and voted on.

New Business

Lawsuit update. Marbert gave the status report on the Suber Lawsuit. We are awaiting a hearing between the lawyers for each side. Other than that there is nothing.

There was a lengthy discussion of possible changes to Article 3.04 this year. We still have mis-pointing, a desire to have electronic voting added to 3.04, clarification of ballot vs votes, and then whether the voting should remain simple majority for all issues and Director elections. The current language resulted in our being unable to seat all 3 director positions that were up for election as the third candidate did not get a simple majority of the vote cast. Marbert mentioned that we want to have this discussion open all year so our members are fully aware when it comes to election time.

Resolutions-

1. Disposition of Surplus property Policy
2. Protection of Sensitive Information Policy

Participation by Property Owners

Property Owners and the Board engaged in a freewheeling discussion of whether and how Article 3.04 of the Bylaws could be changed. Tanya Phillips suggested that the administrative issues be separated from the more controversial issue of whether there is a % vote required to be seated. Tom Williams mentioned runoff elections but said they would be costly and wouldn't work well since we seat our board immediately, it would require a complete overhaul. Much discussion ensued. Linda Shank asked the Board members who were not present at the Workshop where they stand. Paul Burger stated he is

in favor of no minimum vote, Randall Williford wanted a percentage but was willing to compromise on what that percentage was in a large field of candidates. Barbara Trammell raised the question of how do other corporations run their elections.

Tom Goff asked for it to be raised in the newsletter, try to get informal feedback, maybe an online poll or survey.

Vote on Resolutions

1. Surplus Property Disposal Resolution

Resolution : WHEREAS, the POATRI Board has reviewed the Surplus Property Disposal Document passed in December 2009 , and determined that there are two changes to be made to the policy. The dollar amount is to be changed to \$1,000.00 for the policy to be in effect, and it is to be added to the Policy and Procedural manual at the next revision. Reference to specific Sections of the P & P are removed.

Therefore;

BE IT HEREBY RESOLVED: The policy be amended to read as follows:

DISPOSITION OF SURPLUS POATRI PROPERTY

Property (non-real) no longer necessary for POATRI's purposes shall be listed as being surplus. The surplus list will describe the item or items in detail and explain why each item is no longer of use to PAOTRI along with an estimated value of the item. The list will be presented to the Board of Directors for their approval before the items may be transferred, sold, or disposed of. This procedure applies to any item estimated to have a value of \$1,000.00 or more. Items of lesser value may be sold for fair value, or if considered salvage, disposed of in an environmentally acceptable manner.

The preferred method of sale requires that POATRI advertise surplus items locally and on the web site as surplus and allow property owners (and non property owners) 30 days to bid on the items using bid forms available from the POATRI office. All items shall be presented "as is, where is" with no warranty provided. POATRI shall provide a bid form listing and describing the items to be sold by POATRI along with self addressed envelopes for prospective bidders to return prior to the date and time indicated in the advertisement and on the bid form. The envelope will be marked "sealed bid enclosed-do not open".

POATRI employees and their immediate family and members of the POATRI Board of Directors shall not be allowed to bid on the items (or to have others bid for them) that are being disposed of to avoid any conflict of interest (real or apparent).

All bids will remain sealed and unopened until at least 5 business days after the closing date for mailing bids at which time all bids received (including those hand carried to the bid opening) will be opened in public (at least two property owners who are not employees are required to be present) with all bids including the winning bid being recorded and announced and the winning bidders contacted (bidders

need not be present at the bid opening). All bids received will be placed in the POATRI files in accordance with Policy and Procedures Manual regarding records retention . In the event of a tie bid a coin toss may determine the winner. All items thus disposed of will be paid for within 10 business days at which time they become the property of the successful bidder who will be obligated to remove the item or items in a timely manner. When the successful bidders pays by check, the item will not be considered paid for until the check clears the bank.

Monies, received from the sale of surplus property shall be deposited in the POATRI Contingency Fund.

This policy is a part of the Policies and Procedures Manual

Effective December 23, 2009

Revised April 28, 2012

Motion By: Vern Stump

Second: Tom Goff

Ayes: ___7___ Nays: ___1___ Abstain: Absent:

Record of voting:

P. Burger ___Y___ J. Daly ___Y___ T. Goff ___Y___ J. Gray ___Y_ M. Moore ___Y___

R. Williford ___N___ D. Ramsay ___Y___ V Stump ___Y___

2. Protection of Sensitive Information Policy

Resolution : WHEREAS, In January 2012 the Board adopted a written policy on disclosure of confidential information to its members, and in February received a detailed description of what that policy should include,

therefore;

BE IT HEREBY RESOLVED: That the recommendations of our attorney in the memo of February 17, 2012 be incorporated by the Manager into our Employee Handbook. The same recommendations will then be incorporated into our Policy and Procedure Manual at its next revision.

Motion By: Tom Goff

Second: Vern Stump

Ayes: ____7____ Nays: ____1____ Abstain: Absent:

Record of voting:

P. Burger ____Y____ J. Daly ____Y____ T. Goff ____Y____ J. Gray ____Y____ M. Moore ____Y____

R. Williford ____N____ D. Ramsay ____Y____ V Stump ____Y____

The meeting was adjourned on a motion from Jeff Daly with a second from John Gray. Unanimous vote to adjourn at 11:20 am.

Respectfully submitted

Dori Ramsay

Secretary